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COMMONWEALTH OF VIRGINIA

STATE CORPORATION COMMISSION

AT RICHMOND, October 23, 1998

JOINT PETITION OF

BELL ATLANTIC CORPORATION

CASE NO. PUA980031

and

GTE CORPORATION

For approval of agreement
and plan of merger

ORDER

On October 2, 1998, Bell Atlantic Corporation ("Bell Atlantic") and GTE Corporation ("GTE") (collectively "the Petitioners") filed a joint petition requesting approval, pursuant to § 56-88.1 of the Code of Virginia, of a proposed transaction which would result in GTE becoming a wholly-owned subsidiary of Bell Atlantic. Pursuant to §56-88.1, the Commission has sixty (60) days in which to approve or disapprove such petition and may extend that time for a period not to exceed an additional one hundred and twenty (120) days.

We note that the issues involved in the joint petition are complex and will require additional time for review. As such, we are of the opinion that the sixty (60) days is not sufficient time in which to investigate fully matters associated with the proposed merger. It is therefore appropriate to extend the

period for review of issues under § 56.88.1 for a period up to one hundred and twenty (120) days from the original sixty (60) day time period, or through March 31, 1999.

We are also of the opinion that public notice should be given and that interested persons should have an opportunity to comment or request a hearing on the joint petition.

Accordingly,

IT IS ORDERED THAT:

(1) The date for issuance of a final order in this proceeding be, and hereby is, extended for one hundred and twenty (120) days from December 1, 1998, to March 31, 1999.

(2) Petitioners shall promptly make a copy of their petition and supporting material available to the public, who may obtain a copy of the petition, at no charge, by requesting it in writing from Bell Atlantic's counsel at the address detailed below.

(3) Any interested person wishing to comment on the petition shall, on or before December 15, 1998, address such written comments to: William J. Bridge, Clerk, State Corporation Commission, c/o Document Control Center, P.O. Box 2118, Richmond, Virginia 23218, and shall refer to Case No. PUA980031.

(4) On or before December 15, 1998, any person desiring a hearing in this matter shall file a request for hearing in

writing with William J. Bridge, Clerk, State Corporation Commission, c/o Document Control Center, P.O. Box 2118, Richmond, Virginia 23218, and shall refer in his or her request to Case No. PUA980031. Any request for hearing shall detail reasons why such issues can not be adequately addressed in written comments.

(5) A copy of such comments and requests for hearing shall simultaneously be sent to counsel for the Petitioners as follows: Warner F. Brundage, Jr., Vice President, General Counsel, and Secretary, Bell Atlantic-Virginia, Inc., 600 East Main Street, 24th Floor, Richmond, Virginia 23219; and to Stephen H. Watts II, Esquire, McGuire, Woods, Battle & Booth, One James Center, 901 East Cary Street, Richmond, Virginia 23219.

(6) The Commission Staff shall review the petition and shall file, on or before January 21, 1999, a report detailing the results of its investigation.

(7) Petitioners shall respond to written interrogations within ten (10) calendar days after receipt of same. Except as modified above, discovery shall be in accordance with Part VI of the Commission's Rules of Practice and Procedure.

(8) On or before November 18, 1998, the Petitioners shall publish the following notice as display advertising, not

classified, twice a week for two consecutive weeks in newspapers of general circulation throughout the Commonwealth of Virginia:

NOTICE OF JOINT PETITION OF
BELL ATLANTIC CORPORATION AND
GTE CORPORATION FOR APPROVAL OF
AGREEMENT AND PLAN OF MERGER
CASE NO. PUA980031

Bell Atlantic Corporation ("Bell Atlantic") and GTE Corporation ("GTE") (collectively "the Petitioners") filed a petition with the State Corporation Commission requesting approval of a proposed transaction which would result in GTE becoming a wholly-owned subsidiary of Bell Atlantic. The petition, if approved, would transfer control of GTE South, Inc., from GTE Corporation to Bell Atlantic Corporation. Petitioners represent that they will continue to operate the local exchange carriers as two separate entities with their existing Virginia service territories.

A copy of the above referenced petition is available for inspection during regular business hours at the State Corporation Commission, Document Control Center, First Floor, Tyler Building, 1300 East Main Street, Richmond, Virginia. Interested persons may obtain a copy of the petition, at no charge, by requesting a copy in writing from Bell Atlantic's counsel at the address noted below.

Comments on this petition must be submitted in writing to William J. Bridge, Clerk, State Corporation Commission, c/o Document Control Center, P.O. Box 2118, Richmond, Virginia 23218, on or before December 15, 1998. Requests for hearing must also be received by the Clerk on or before December 15, 1998, and shall provide an explanation of why a hearing is necessary

and why such issues cannot be adequately addressed in written comments.

All correspondence should refer to Case No. PUA980031. A copy of the comments or requests for hearing must also be sent to counsel for the Petitioners as follows: Warner F. Brundage, Jr., Esquire, Bell Atlantic, 600 East Main Street, 24th Floor, Richmond, Virginia 23219, and to Stephen H. Watts II, Esquire, McGuire, Woods, Battle & Booth, One James Center, 901 East Cary Street, Richmond, Virginia 23219.

If no requests for hearing are received, a formal hearing may not be held.

Bell Atlantic Corporation and GTE Corporation

(9) The Petitioners shall forthwith serve a copy of this Order on the Chairman of the Board of Supervisors of any county and upon the Mayor or Manager of any county, city, or town or equivalent officials in counties, towns and cities having alternate forms of government in the Commonwealth of Virginia. Service shall be made by first-class mail or delivery to the customary place of business or residence of the person served.

(10) On or before December 2, 1998, the Petitioners shall provide the Commission with proof of notice required in Ordering Paragraphs (8) and (9).